



United Way of San Antonio
and Bexar County

UNITED WAY OF SAN ANTONIO & BEXAR COUNTY

Amended and Restated Bylaws

June 8, 2021

ARTICLE I – NAME

The name of the corporation is United Way of San Antonio and Bexar County (“UWSA”).

ARTICLE II – PURPOSE

UWSA is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of subsequent federal tax laws (the “Internal Revenue Code”)), all in furtherance of UWSA’s mission to unite our community to identify and solve our most critical issues, in support of UWSA’s vision to live in a diverse and thriving community where everyone has the opportunity to achieve their full potential. UWSA may further its mission either directly or through contributions to any other charitable organization (within the meaning of Section 501 (c)(3) of the Internal Revenue Code).

UWSA shall accomplish its charitable and educational purposes by engaging in any and all lawful activities incidental to such purposes. Subject to the limitations set forth in Article III, UWSA shall have all the powers, duties, authorizations, and responsibilities as provided in the Texas Business Organizations Code (as amended and succeeded from time to time, the “TBOC”).

ARTICLE III – LIMITATIONS

UWSA is dedicated to, and operated exclusively for, nonprofit purposes. No part of the net earnings or funds of UWSA shall inure to the benefit of any private individual (except that reasonable compensation may be paid for services rendered to or for UWSA affecting one or more of its purposes), and no member, director, officer of UWSA, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of UWSA. Notwithstanding any other provisions of these Bylaws, UWSA shall not conduct or carry on any activities that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE IV – STATUS

UWSA is a nonprofit corporation as defined in the laws of the State of Texas. UWSA will be governed by the terms of these bylaws and, to the extent either not contained in these bylaws or inconsistent with the bylaws, the provisions of the TBOC and UWSA’s Amended and Restated Certificate of Formation (“Certificate of Formation”).

ARTICLE V – DURATION

The period of UWSA's duration is perpetual.

ARTICLE VI – DISSOLUTION

Upon the dissolution of UWSA or the winding up of its affairs, the assets of UWSA shall be distributed exclusively to charitable, scientific, or educational organizations that benefit the residents of Bexar County, Texas and contiguous counties, and which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and that are organizations described in Section 509(a) of the Internal Revenue Code and are not classified as private foundations. If no such organization is then in existence, the assets of UWSA shall be distributed as provided in the Certificate of Formation.

ARTICLE VII – REGISTERED AGENT AND OFFICE

The principal office of UWSA in the State of Texas is located at 700 S. Alamo Street, San Antonio, Texas 78205. UWSA may have such other offices as the Board of Directors may determine or as the affairs of UWSA may require from time to time.

UWSA shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the TBOC. The registered agent shall be the President/Chief Executive Officer of UWSA. The registered office may be, but need not be, identical with the principal office of UWSA, and the address of the registered office may be changed from time to time by the Board (defined below).

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. Powers and Duties. The business and affairs of UWSA shall be under the supervision and control of a board of directors (the "Board") who may exercise all powers of UWSA and do all such lawful acts that are permitted by the TBOC, the [Certificate of Formation] or these Bylaws. The Board shall be responsible for strategic leadership, oversight of resource and relationship management, reputation building, stewardship of UWSA assets, performance management and measurement, and oversight of public policy agenda and advocacy. The Board may delegate certain of its duties to the Officers and Standing Committees.

Section 2. Size of Board. The Board shall consist of no less than fifteen and no more than 36 individuals as determined from time to time by the Board. The President/Chief Executive Officer shall be an ex-officio member of the Board, without voting rights. Ex-officio members of the Board do not count for purposes of determining the number of members of the Board. Membership on the Board shall be comprised of the following positions, and, subject to the maximum Board size of 36 members, up to seventeen at-large members (collectively, the "Board Members"). A Board member may hold more than one Chair or Officer position.

- (a) Immediate Past Board Chair
- (b) Board Chair
- (c) Chair Elect
- (d) Immediate Past Campaign Chair
- (e) Campaign Chair
- (f) Campaign Chair Elect
- (g) Secretary
- (h) Treasurer
- (i) Chair, Strategy and Governance Committee
- (j) Chair, Audit and Ethics Committee
- (k) Chair, Finance Committee
- (l) Chair, Resource Development and Community Engagement Committee
- (m) Chair, Diversity and Human Resources Committee
- (n) Chair, Community Impact Committee
- (o) Chair, Public Policy Committee
- (p) Chair, United Way of San Antonio and Bexar County, Endowment and Legacy Fund
- (q) Representative of Women United
- (r) Representative of the Emerging Leaders Council
- (s) Tocqueville Society Chair (or designated Tocqueville representative)
- (t) And chairs of any additional standing committees that the Board may, from time to time, form.

Section 3. Selection and Terms of Office.

(a) The Board Members shall be elected by the Board at the Annual Meeting of the Board, provided that vacancies occurring between Annual Meetings of the Board shall be filled as provided in Section 3(b) below. One-third of the number of such Directors shall be elected each year at the Annual Meeting for terms of three

years each, except those elected to fill unexpired terms. Board Members shall serve staggered terms to balance continuity with new perspective. At the first Annual Meeting of the Board following adoption of these Amended and Restated Bylaws, the terms of the Board Members shall be differentiated in order to implement the staggered board (i.e., one-third of Board Members will be elected for a one-year term, one-third of Board Members will be elected for a two-year term, and one-third of Board Members will be elected for a three-year term).

(b) Once elected, a Director shall hold office for the term for which such Director is elected, and until such Director's successor shall have been elected and qualified or until his or her earlier death, resignation or removal.

(c) No person shall serve on the Board for more than six consecutive years without being off the Board for at least one year, provided that fulfilling another person's incomplete term pursuant to section 3(b) below shall not be considered in the calculation. Upon recommendation of the Board Chair, the Board may vote to extend the permissible period of service for any Director for up to an additional two years. Service to the UWSA Board of Trustees prior to the adoption of these Amended and Restated Bylaws shall not be counted in calculating term limits for any Director.

(d) Vacancies on the Board may be filled by appointment by the Board, and such appointee shall serve until expiration of the unexpired term the Director was appointed to fill.

(e) The Strategy and Governance Committee shall nominate candidates for membership on the Board. Additional candidates may be nominated by the Board Chair.

(f) A majority of the Board Members must live or work within UWSA's service area, including San Antonio and Bexar County.

Section 4. Meetings of the Board of Directors

(a) A regular annual meeting of the Board of Directors shall be held (the "Annual Meeting"). At the time of adoption of these Amended and Restated Bylaws, the Annual Meeting shall be held in San Antonio in the month of June at such place designated by the Chair, provided that the Board may provide by resolution a different time and place for the regular Annual Meeting.

(b) Regular meetings of the Board shall be held at least five times a year, including a regular meeting that may be held in conjunction with the Annual Meeting.

(c) Additional meetings may be held on the call of the Chair, or, if he or she is absent or unable or refuses to act, by an Officer, or by any five directors.

(d) Any or all directors may participate in a meeting of the Board, or a committee of the Board, by means of a telephone or by means of any other remote communications, and such participation shall constitute presence in person at the meeting for purposes of determining if a quorum is present.

(e) Notice of any meeting of the Directors (regular or special) stating the time when and the place where it is to be held shall be served personally, by mail, email or otherwise electronically upon each director not less than five days prior to such meeting, absent exigent circumstances that necessitate a shorter meeting notice. Meeting agendas will be provided in advance of any meeting. Any Director may waive notice of any meeting, and attendance of a Director at any meeting shall constitute a waive of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because such Director believe that the meeting was not lawfully called or convened. Any meeting of the Board of Directors or any Standing Committee may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

(f) The presence in person of not less than 50% of the Directors is required and shall constitute a quorum; provided that, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

(g) Action by a majority of Directors where a quorum is present shall be the action of the Directors of UWSA, unless the act of a greater number is required by law or by these Bylaws. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave during the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors still present at the meeting.

(h) Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by the number of Directors necessary to take that action at a meeting at which all of the Board Members are present and voting. A photographic, facsimile, or similar reproduction

of a signed writing and a consent sent by email or other electronic transmission will be treated as an original signed written consent.

(i) Attendance at Board meetings is expected of all Board Members and failure to attend three consecutive regularly scheduled Board meetings may be a cause for removal. The Strategy and Governance Committee shall oversee this policy.

Section 5. Compensation. Except for the President and/or Chief Executive Officer, Directors shall not receive any salary or compensation for their services as a Director, but they may be reimbursed for direct, reasonable expenses incurred in performing their obligations as Director, subject to the approval of the President and/or Chief Executive Officer.

Section 6. Removal of Directors. The Board may vote to remove a Director, with or without cause, at any meeting properly called and noticed. A Director may be removed by the affirmative vote of at least 67% of the then current Board Members.

Section 7. Resignation of Directors. Any Director may submit his or her resignation as a member of the Board at any time upon written notice to the Board Chair. Unless otherwise specified in the notice, the resignation of a Director shall take effect immediately upon receipt thereof and need not be accepted by UWSA to be effective.

ARTICLE IX – OFFICERS

Section 1. Election of Officers. All Officers of UWSA shall be nominated by the Strategy and Governance Committee and elected at the Annual Meeting by the Board of Directors for a term of one year and shall serve until his or successor is elected and qualified. The Board Chair and Board Vice Chair/Chair-Elect may not serve for more than two consecutive terms. Each Officer shall hold office until his or her successor shall have been duly elected and qualified or until his or death, resignation or removal.

Section 2. Officers. The officers of the Board include:

(a) Board Chair who is the chief volunteer officer of UWSA, and shall preside at all meetings (regular, annual and special) of the Board of Directors.

(b) Board Vice Chair/Chair-Elect who shall perform the duties of the Board Chair in his or her absence, resignation, or inability to perform the duties of the office. The Vice Chair/Chair-Elect shall assume the chairmanship at the next annual election that follows the completion of the Board Chair's term or terms of office.

(c) President/Chief Executive Officer shall be the head executive and administrative officer of UWSA and shall administer the programs of UWSA under the direction of the Board. He or she shall be empowered to employ and discharge such professional or clerical help as may be needed to carry on the work of UWSA, shall have general executive charge, including personnel oversight, and appointments of leadership positions, management and day-to-day control of UWSA's properties, business and operations with all such powers as may be reasonably incident to such responsibilities. The President/Chief Executive Officer shall perform (or cause to be performed) such other duties as may be designated in these Bylaws or as delegated to him or her by the Board of Directors or its officers from time to time. The Board may, from time to time, elect to separate the duties of President and Chief Executive Officer as they deem the circumstances to warrant.

(d) Secretary shall keep (or cause to be kept) the minutes and records of the meetings of the Board of Directors.

(e) Treasurer shall serve as Chair of the Finance Committee. The Treasurer shall cause to be kept the accounts of UWSA, shall cause to be controlled the receipts and deposits of all monies and the payment of all bills, when properly approved by the appropriate Officer of UWSA executive, and shall monitor the approved financial policies and internal controls of UWSA. At each regular meeting of the Board, the Treasurer shall cause to be made a report on the financial condition of UWSA, and, in conjunction with the Chair of the Audit and Ethics Committee, present the annual audit to the Board. At the Annual Meeting of UWSA, the Treasurer shall cause to be submitted a summary statement of the financial condition of UWSA for the preceding fiscal year. The Treasurer shall cause to be presented an annual budget to the Board for approval and shall perform such other duties as may be prescribed by the Board from time to time.

Section 3. Compensation of Officers. Officers (other than President/Chief Executive Officer) shall receive no compensation for their services unless specifically provided otherwise by the Board of Directors. Expenses incurred on behalf of UWSA by any Officer other than the President/Chief Executive Officer may be reimbursed upon approval by the Strategy and Governance Committee and will not constitute compensation. Expenses incurred on behalf of UWSA by the President/Chief Executive Officer shall be approved by the Board Chair.

Section 4. Removal. The Board may vote to remove an Officer, with or without cause, at any meeting properly called and noticed. An Officer may be removed by the affirmative vote of a 67% of the then current Board and such removal shall be done without prejudice to the contract or other rights, if any, of the Officer as an employee of UWSA.

Section 5. Resignation. Any Officer may submit his or her resignation as an Officer at any time upon written notice to the Board Chair. Unless otherwise specified in the notice, the resignation of an Officer shall take effect immediately upon receipt thereof and need not be accepted by UWSA to be effective.

Section 6. Vacancies. The Board may select a person to fill a vacancy in any office for the unexpired portion of an Officer's term.

Section 7. Immediate Past Board Chair. The individual who served as the immediate past Board Chair shall, for one year following the end of his or term as Chair, remain a Director, be a member of the Strategy and Governance Committee, preside at meetings of the Board in the absence of the Board Chair and Chair-Elect, and perform such other duties as may be assigned by the Board. The Immediate Past Chair's term of office may automatically extend beyond the six-year limit for Board services as a result. The Immediate Past Chair may, in his or her discretion or at the Board's election, elect to hold that position for a second year of service during the second year of the Board Chair's term as long as the total years of consecutive Board service by the Immediate Past Chair will not exceed eight years.

ARTICLE X – BOARD COMMITTEES

Section 1. Standing Committees. The following standing committees ("Standing Committees") shall assist the Board in executing its duties:

- Strategy and Governance Committee
- Audit and Ethics Committee
- Finance Committee
- Community Impact Committee
- Resource Development and Community Engagement Committee
- Diversity and Human Resources Committee
- Public Policy Committee
- Endowment and Legacy Fund Committee

Section 2. Election of Chairs and Appointment of Members of Committees. The Strategy and Governance Committee shall recommend individuals to serve as Chairs of the Standing Committees for election by the Board of Directors at the Annual Meeting of the Board. In consultation with the Strategy and Governance Committee, the Chair of a Standing Committee shall appoint the members (if any) of the Standing Committee. Vacancies in the membership of any Committee may be filled by appointments made by the Committee (in consultation with the Strategy and Governance Committee) or the Board.

Section 3. Scope and Duties of Standing Committees. The scope, duties and minimum size of each of the Standing Committees are set forth in Exhibit 1 to these Bylaws. The Board and/or Chair may assign additional duties to any Standing Committee as deemed necessary or advisable. On at least a biannual basis, each Standing Committee shall review and update or revise, as deemed necessary or advisable, their scope, duties and minimum size. Any proposed revisions to a Standing Committee's scope, duties and minimum size shall be reviewed by the Strategy and Governance Committee for approval and recommendation to the Board for approval.

Section 4. Committee Organizations. Each of the Standing Committees may further organize into subcommittees to fulfill its duties to the Board and UWSA. Chairs of the Standing Committees must be members of the Board of Directors, however, other committee members, including chairs of any subcommittees of the Standing Committees, may be, but are not required to be, members of the Board of Directors. Notwithstanding the foregoing, a majority of the members of a Standing Committee must be Directors if the Committee exercises authority of the Board.

Section 5. Term of Committee Appointments. All Standing Committee appointments are to be for the year in which their appointment is made, or until successors are appointed.

Section 6. Committee Meetings.

(a) The Standing Committees shall meet on a regular basis, as frequently as deemed necessary or advisable to fulfill their duties.

(b) Any or all Standing Committee members may participate in a meeting of a Standing Committee by means of a telephone or by means of any other remote communications, and such participation shall constitute presence in person at the meeting for purposes of determining if a quorum is present.

(c) The presence in person of not less than 50% of the Committee members is required and shall constitute a quorum of a Committee; provided that, if less than a majority of the Committee members are present at said meeting, a majority of the Committee members present may adjourn the meeting from time to time without further notice.

(d) Action by a majority of Committee members where a quorum is present shall be the action of the Committee members, unless the act of a greater number is required by law or by these Bylaws.

(e) Any action required by law to be taken at a meeting of a Committee, or any action which may be taken at a meeting of a Committee, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by the number of Committee members necessary to take that action at a meeting at which all of the Committee members are present and voting. A photographic, facsimile, or similar reproduction of a signed writing and a consent sent by email or other electronic transmission will be treated as an original signed written consent.

(f) Unless otherwise authorized by the Bylaws or by action of the Board, the Standing Committees shall have no power to act on behalf of the Board but shall present its respective recommendations to the Board for action.

Section 7. Additional Committees. Additional committees and/or task forces may be established by the Board Chair or the Strategy and Governance Committee to assist in fulfilling the mission of the Corporation. Such committees shall not be considered Standing Committees and shall not have or exercise the authority of the Board.

Section 8. Affinity Groups. The Board may create Affinity Groups of supporters as a vehicle for the engagement of subgroups of donors. These groups will function under the policies and guidelines established by the Board.

ARTICLE XI – ADVISORY COUNCIL

Section 1. Advisory Council. UWSA shall have an Advisory Council that serves as a non-fiduciary, deliberative body whose purposes are: (1) to provide advice and counsel to the Board and the leadership of UWSA; and (2) serve as advocates of UWSA and its mission in the San Antonio and Bexar County community. The Advisory Council shall be comprised of “Advisory Council Members” representing various interests of the UWSA, so the Advisory Council can, collectively, advise the Board and the leadership of UWSA on the varied perspectives of UWSA stakeholders.

Section 2. Membership of the Advisory Council.

(a) On an annual basis and subject to Section 2(c) below, the Strategy and Governance Committee shall identify, vet, and recommend to the Board for consideration and approval, a slate of Advisory Council Member candidates to serve three-year terms. The number of candidates on the slate shall be determined by the Strategy and Governance Committee but should result in maintaining up to 100 Advisory Council Members. Advisory Council Emeriti (Section 4 below) shall not be included in the maximum 100 membership count.

(b) Advisory Council Members that complete a three-year term are eligible to serve a second three-year term if nominated by the Strategy and Governance Committee and approved by the Board. An Advisory Council Member may only serve for two consecutive three-year terms, but the Advisory Council Member may be reconsidered for election after one year of not serving on the Advisory Council. Generally, the makeup of the Advisory Council shall include, but is not limited to, representation from stakeholder constituent groups, such as: UWSA service recipients/clients; provider agencies; funding organizations; philanthropists; and business and civic leaders.

(c) Approximately one-third of the number of Advisory Council Members shall be elected each year at the Annual Meeting and Advisory Council Members shall serve staggered terms to balance continuity with new perspective. At the first Advisory Council Annual Meeting following adoption of these Amended and Restated Bylaws, the terms of the Advisory Council Members shall be staggered: one-third of Advisory Council Members will be elected for a one-year term, one-third of Advisory Council Members will be elected for a two-year term, and one-third of Advisory Council Members will be elected for a three-year term.

(d) Advisory Council Members shall not have the duties of a Director with respect to UWSA. Advisory Council Members shall not receive any salary or compensation for their services as Advisory Council Members.

Section 3. Meetings of the Advisory Council. The nominal number of meetings of the Advisory Council is three per year, one of which shall be the Annual Meeting of the Advisory Council (the "Advisory Council Annual Meeting"), which may be held in

conjunction with the Annual Meeting of the Board or at such other time that the Chair, in consultation with the President & CEO, determines advisable. The Chair, in consultation with the President & CEO, shall determine the actual number of meetings of the Advisory Council each year, and set the date, time, and agenda for each meeting. The Chair and the President & CEO (or their delegates) shall preside over each meeting of the Advisory Council and have the authority to establish and/or dissolve committees of the Advisory Council as they determine advisable. The Chair and the President & CEO (or their delegates) shall present an annual report at the Advisory Council Annual Meeting and inform the Advisory Council on relevant issues and developments. The other meetings of the Advisory Council should be used to share updates from the Chair and the President & CEO (or their delegates), to gather insight from Advisory Council Members on the needs and interests of those represented by Advisory Council Members, and to otherwise engage the Advisory Council Members in the mission of UWSA. At the invitation of the Board, Advisory Council Members may attend meetings of the Board of Directors and may be asked to provide insight to inform the deliberative processes of the Board.

Section 4. Advisory Council Emeriti. The Board, from time to time, may designate any number of Advisory Council members as Advisory Council Emeriti, each of whom shall serve in an honorary capacity only. Advisory Council Emeriti shall be recognized for their commitment and exemplary service on behalf of UWSA. These Advisory Council Emeriti may attend meetings of the Advisory Council and may also attend meetings of the Board at the invitation of the Board. An Advisory Council Emeriti shall continue to have this honorary designation for his or her lifetime. Advisory Council Emeriti are not deemed to have any financial or pecuniary responsibilities to UWSA nor have the duties of a Director with respect to UWSA.

ARTICLE XII – FISCAL YEAR

The fiscal year of UWSA shall be from July 1 through June 30.

ARTICLE XIII – AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted pursuant to a vote of a majority of the Directors of UWSA.

ARTICLE XIV – INDEMNIFICATION

Section 1. Indemnification. To the fullest extent permitted under the TBOC, UWSA shall indemnify (which indemnification shall include advancing or reimbursing reasonable expenses) any person who was, is or is threatened to be made a named

defendant or respondent in a suit or proceeding (other than an action by or in the right of UWSA) because the person is or was a Director or Officer of UWSA.

Section 2. Expenses Advanced. UWSA may pay in advance any reasonable expenses that may become subject to indemnification in the manner provided by the TBOC.

Section 3. Insurance. UWSA may purchase and maintain insurance on behalf of any person who is or was a Director or officer against any liability asserted against such person and incurred by such person in any such capacity or arising out of the person's status as such, whether or not UWSA would have the power to indemnify such person against such liability under these Bylaws or the laws of the State of Texas.

Section 4. Other Protection and Indemnification. The protection and indemnification provided hereunder shall not be deemed exclusive of any other rights to which such Director or officer or former Director or officer or such person may be entitled, under any agreement, insurance policy or vote of the Directors, or otherwise. Any amendment of this Article XIV shall be prospective and shall not reduce or eliminate the right of any person to indemnification hereunder with respect to any act or failure to act occurring on or prior to the date of any such amendment. The right of indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder.

ARTICLE XV – NONDISCRIMINATION

It is the policy of UWSA to ensure equal employment opportunity without discrimination or harassment on the basis of race color, religion, sex, sexual orientation, gender identify, or expression, age, disability, marital status, citizenship, national origin, genetic information or any other characteristic protected by the law. UWSA prohibits any such discrimination or harassment.

Diversity and inclusion are vital to achieving our mission, living our values, and advancing the common good. UWSA is committed to diversity and inclusion within its own organization and the community. Therefore, UWSA will have an approved Diversity and Inclusion statement and/or principle and policy that take the broadest possible view of diversity, going beyond visible differences to affirm the essence of all individuals including the realities, background, experiences, skills and perspectives that make each person who they are.

ARTICLE XVI – CODE OF ETHICS AND CONFLICTS OF INTEREST

Section 1. Code of Ethics. The Code of Ethics expresses fundamental values and guides the conduct of all employees, Directors, and other representatives of UWSA,

and is intended to foster an environment that promotes ethical conduct in carrying out their responsibilities. All employees, Directors and other volunteers who are involved in making financial decisions on behalf of UWSA will not knowingly take any action or make any statement intended to influence the conduct of UWSA in such a way as to confer any financial or personal benefit on such member of his or her family, or on any business entity in which he or she is an employee or has a significant interest as a partner, owner, stockholder, director or officer, or on any nonprofit organization with which he or she may serve as a director or trustee or in a professional capacity.

Section 2. Conflict of Interest and Disclosure.

(a) Any Director, employee, member of, or volunteer with, UWSA who is aware of a potential conflict of interest with respect to any matter coming before the Board or a Standing Committee has a duty to disclose the existence and nature of any actual or possible conflict of interest. In addition, any Director, employee, member of, or volunteer with, UWSA who has declared or has been found to have a conflict of interest shall refrain from consideration of the proposed transaction, unless for special reasons the Board or Standing Committee requests information or interpretation from said individual. This shall not be construed as preventing or discouraging any such party described above with a conflict of interest, having first disclosed the existence of a potential conflict of interest, from thereafter disclosing relevant information with respect to any matter as to which he or she has knowledge. A person with a conflict of interest shall not vote on that matter with which he or she has a conflict of interest. Any proposed transaction in which a conflict of interest has been declared or found to exist must be approved by a majority of the disinterested members of the Board or Standing Committee after disclosure of the conflict of interest. The nature of the conflict of interest and the absence of the person with the conflict of interest from voting shall be noted in the minutes of the meeting.

(b) On an annual basis, all employees, and all volunteers serving on the Board of Directors and all Standing Committees will complete a disclosure of possible conflicts of interest they may have in carrying out their responsibilities. These disclosures will remain on file at UWSA's office and will be available for inspection, subject to UWSA's document retention policies in effect from time to time.

ARTICLE XVII – GENERAL

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of UWSA, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of UWSA. Such authority may be general or confined to specific instances.

Section 2. Checks and Drafts. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of UWSA shall be signed by such Officer or Officers, agent or agents of UWSA and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President of UWSA.

Section 3. Deposits. All funds of UWSA shall be deposited from time to time to the credit of UWSA in such banks, trust companies, or other depositories as the Board of Directors or any authorized Officer may select.

Section 4. Gifts. The Board of Directors may accept on behalf of UWSA any contribution, gift, bequest, or devise for the general purposes or for any specific purposes of UWSA.

Section 5. Books and Records. UWSA shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. Upon prior written request to the President/CEO or the Board Chair, the books, accounts and records of UWSA may be inspected by any Board member or his or her agent or attorney for any proper purpose during regular business hours at reasonable, pre-arranged time.

Section 6. Waiver of Notice. Whenever any notice is required to be given under the provisions of the TBOC Code or under the provisions of the Certificate of Formation or the Bylaws of UWSA, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 7. Captions; Signatures. (a) Captions of the various subdivisions of these Bylaws are for convenience only and shall not define, limit or in any way affect the meaning or construction of any provision of these Bylaws.

(b) As used in these Bylaws, (i) "signed" or "signature" means any symbol executed or adopted by a person with present intention to authenticate a writing and includes a digital signature, an electronic signature or a facsimile of a signature, and (ii) "writing" or "written" means an expression of words, letters, characters, numbers, symbols, figures or other textual information that is inscribed on a tangible medium or that is stored in an electronic medium that is retrievable in a perceivable form and (A) includes stored or transmitted electronic data, electronic transmissions, and reproductions of writings but (B) does not include sound or video recordings of speech other than transcriptions that are otherwise writings.

Section 8. Parliamentary Authority. The Board shall operate under the guidance of Robert's Rules of Order, in its most recent edition, except that should Robert's Rules conflict with these Bylaws, these Bylaws shall prevail.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the United Way of San Antonio and Bexar County ("UWSA") and that the foregoing Bylaws constitute the Amended and Restated Bylaws of UWSA, having been duly adopted by the Board of Directors effective _____, 2021.

Secretary

EXHIBIT 1

DUTIES AND COMPOSITION OF STANDING COMMITTEES¹

Strategy and Governance Committee

The Strategy and Governance Committee is charged with the following duties:

- (a) Nominating Officers and Board members for UWSA, including nominating directors for any vacancies on the Board;
- (b) Nominating Members of the Advisory Council, including nominating directors for any vacancies on the Advisory Council;
- (c) Assisting each of the Standing Committees in the nomination of members to their committee, including assisting with any vacancies on the Standing Committees;
- (d) Proposing criteria for selection of Board Members and Members of the Advisory Council;
- (e) Overseeing new Board Member orientation and recognition of retiring Board Members;
- (f) Preparing, and periodically reviewing, charters and/or assignment of duties for each of the Standing Committees;
- (g) On at least a biennial basis, reviewing these Bylaws and other formation documents of UWSA, and, if deemed advisable or necessary, recommending changes to such formation documents to the Board for approval;
- (h) Overseeing the development, execution and review of UWSA's long-term strategic plan relative to UWSA's mission;
- (i) Oversee annual Board and Standing Committee self-evaluations; and
- (j) Address other matters as considered necessary or advisable for Board governance.

¹ All Standing Committees may appoint subcommittees as necessary or advisable to carry out their mission and duties.

The Chair or Chair-Elect shall serve on the Strategy and Governance Committee and may serve as the Chair of the Strategy and Governance Committee if deemed advisable by the Strategy and Governance Committee.

The Strategy and Governance Committee shall be composed of a Chair and no less than four other members.

Finance Committee

The Finance Committee is charged with the following duties:

- (a) providing oversight of the fiscal policies and operations of UWSA;
- (b) periodic review of interim financial reports, annual operating budgets, cash management and investment policies, and risk management policies;
- (c) review and recommend to the Board the annual operating and capital budgets;
- (d) monitoring financial results, supervising and handling of funds, and such other acts as pertain to the handling, investing and safeguarding the funds of UWSA; and
- (e) making recommendations to the Board regarding depositories for funds of the organization, and brokers as may be required in the investment of funds or the sale of securities.

The Finance Committee shall be composed of a Chair and no less than four other members. The Treasurer shall chair the Finance Committee.

Audit and Ethics Committee

The general duties of the Audit Committee are:

- (a) to assist the Board of Directors and the community-at-large with respect to UWSA's:
 - (1) external financial reporting processes,
 - (2) internal accounting and financial controls, and
 - (3) the quality and integrity of financial reporting

- (b) recommend the selection of the independent auditors to the Board of Directors and review the scope and results of their work, review and approve the audit fees, and review and approve any proposed involvement of the independent auditors in activities other than the annual audit;

- (c) Ensure a direct line of communications with the independent auditors;

- (d) inquire of management and auditors with respect to internal accounting and financial controls, and review and address the management letter and auditor's comments;

- (e) oversee such matters relative to accounting, controls and procedures of the organization as may be assigned; and

- (f) Monitor compliance with significant policies of UWSA regarding (but not limited to) the code of business conduct and ethics, including conflicts of interest; legal compliance; policies and procedures designed to prevent and detect violations of laws, rules, regulations and guidelines.

The Chair of the Audit Committee shall act as a publicized conduit for receiving ethics concerns from employees, volunteers, donors or the general public.

The Audit Committee shall be composed of a Chair and no less than four other members, which members should have a basic understanding of finance and accounting.

Diversity and Human Resources Committee

The Diversity and Human Resources Committee is charged with the following duties:

- (a) Review the personnel policies and salary ranges of the United Way at least annually and make recommendations to the President and the Board of Directors from time to time;
- (b) Overseeing UWSA's commitment to a diverse, inclusive and equitable environment (including, in consultation with the Strategy and Governance Committee, the diversity of the Board);
- (c) Organization Succession Planning;
- (d) Conduct the annual review for the President/Chief Executive Officer; and
- (e) Review and recommend to the Board total compensation, benefits and merit increases for the President/Chief Executive Officer on an annual basis.

The Diversity and Human Resources Committee shall be composed of a Chair and no less than four other members.

Resource Development and Community Engagement

The Resource Development and Community Engagement Committee is charged with the following duties:

- (a) Provide oversight to the strategic direction of donor relations and marketing;
- (b) Oversee fundraising campaigns (including annual campaign) through the Campaign Committee, organized as a subcommittee of the Resource Development and Community Engagement Committee;
- (c) Overseeing UWSA's volunteer center; and
- (d) Assist UWSA and the Board in identifying long-range marketing, revenue growth and volunteer engagement strategies relative to the community's health and human care needs and create a plan of action for satisfying those needs inclusive of effectively communicating the United Way's purpose and message to the many stakeholders within our community.

The Resource Development and Community Engagement Committee shall be composed of a Chair and no less than six other members. The current-year Campaign Chair shall be a member of this Committee, and shall chair the Campaign Committee, and shall appoint his/her own campaign cabinet and recruit volunteers to help with the campaign.

Community Impact Committee

The duties of the Community Impact Committee include:

- (a) Reviewing and providing strategic direction for UWSA's efforts to measurably improve community conditions in the health and human services sector. This is primarily achieved through building partnerships across the community to impact significant social issues, by allocating financial resources to well-managed programs in partner agencies, and impact councils leading targeted impact work;
- (b) Planning and priority setting, investing in issue-specific impact areas, overseeing implementation of grants, maintaining a safety net of basic services, and recommending funding for programs;
- (c) Overseeing the volunteer-led stewardship and accountability efforts in order to assess performance and efficiency of all programs and initiatives funded by UWSA; and
- (d) Overseeing the 211 Help Line and military information and referral services.

The Community Impact Committee shall be composed of a Chair and no less than ten other members, which includes the chair of the issue councils, accountability group, and safety net.

Public Policy Committee

The duties of the Public Policy Committee include:

- (a) Developing a public policy agenda and securing support for the agenda on behalf of the community;
- (b) Overseeing UWSA's efforts to measurably improve community conditions in the health and human services sector through public policy advocacy; and
- (c) Identifying, evaluating and monitoring public policy items that impact the community issues that UWSA addresses.

The Public Policy Committee shall be comprised of a Chair and no less than five other members.

Endowment and Legacy Committee

The Board of Directors of the United Way of San Antonio and Bexar County Endowment and Legacy Fund shall be the Endowment and Legacy Committee, and the organization and duties are as set forth in the Bylaws of the UWSA Endowment and Legacy Fund, dated as of May 27, 2016, as may be amended from time to time by the Board.